

MARCUS CORP  
Form 4  
August 17, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Marcus Gregory S

(Last) (First) (Middle)

C/O THE MARCUS CORPORATION, 100 EAST WISCONSIN AVENUE, SUITE 1900

(Street)

MILWAUKEE, WI 532024125

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MARCUS CORP [MCS]

3. Date of Earliest Transaction (Month/Day/Year)  
08/15/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 08/15/2006                           |  | A                              | (1)   | 7,500   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | \$ 0  | I  | As custodian (2)                  |
| Common Stock                    |                                      |  |                                |   | 25,195  | I  | By 401(k) Plan                    |
|                                 |                                      |  |                                |   | 75  |  |                                   |
|                                 |                                      |  |                                |   | 3,304 (3)   |  |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3)    | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Pr Deri Secu (Inst |                            |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|----------------------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                 | Amount or Number of Shares |
| Class B Common Stock                          | \$ 0 <sup>(4)</sup>                                    |                                      |  |                                |   | <u>(5)</u>   | <u>(6)</u>  | Common Stock          | 31,800                     |
| Class B Common Stock                          | \$ 0 <sup>(4)</sup>                                    |                                      |  |                                |   | <u>(5)</u>   | <u>(6)</u>  | Common Stock          | 10,667                     |
| Class B Common Stock                          | \$ 0 <sup>(4)</sup>                                    |                                      |  |                                |   | <u>(5)</u>   | <u>(6)</u>  | Common Stock          | 196,491                    |
| Stock Option (right to buy) (granted 6/26/97) | \$ 11.5725   |                                      |  |                                |   | <u>(8)</u>   | 06/26/2007  | Common Stock          | 2,139                      |
| Stock Option (right to buy) (granted 6/25/98) | \$ 11.8794   |                                      |  |                                |   | <u>(8)</u>   | 06/25/2008  | Common Stock          | 2,139                      |
| Stock Option (right to buy) (granted 6/30/99) | \$ 8.6356  |                                      |  |                                |   | <u>(8)</u>   | 06/30/2009  | Common Stock          | 4,990                      |

|  |            |            |            |                 |        |
|--|------------|------------|------------|-----------------|--------|
| Stock<br>Option<br>(right to<br>buy)<br>(granted<br>6/28/00) | \$ 8.0219  | <u>(8)</u> | 06/28/2010 | Common<br>Stock | 21,387 |
| Stock<br>Option<br>(right to<br>buy)<br>(granted<br>7/11/02) | \$ 10.9062 | <u>(8)</u> | 07/11/2012 | Common<br>Stock | 35,645 |
| Stock<br>Option<br>(right to<br>buy)<br>(granted<br>9/8/03)  | \$ 10.2469 | <u>(8)</u> | 09/08/2013 | Common<br>Stock | 10,693 |
| Stock<br>Option<br>(right to<br>buy)<br>(granted<br>8/18/04) | \$ 12.7298 | <u>(8)</u> | 08/18/2014 | Common<br>Stock | 10,694 |
| Stock<br>Option<br>(right to<br>buy)<br>(granted<br>10/6/05) | \$ 14.0694 | <u>(8)</u> | 10/06/2015 | Common<br>Stock | 14,258 |
| Stock<br>Option<br>(right to<br>buy)<br>(granted<br>7/31/06) | \$ 19.74   | <u>(8)</u> | 07/31/2016 | Common<br>Stock | 15,000 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| Marcus Gregory S<br>C/O THE MARCUS CORPORATION<br>100 EAST WISCONSIN AVENUE, SUITE 1900<br>MILWAUKEE, WI 532024125 |               |           | Senior Vice President |       |

## Signatures

By: Tracy L. Haas,  
Attorney-In-Fact

08/17/2006

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted stock granted August 15, 2006 vests and becomes exercisable as follows: 50% after 3rd anniversary of the date of grant and 100% after 5th anniversary of the date of grant or upon death, disability or retirement.
- (2) As sole custodian of these shares held by the Alexandra Marcus U/WI/UTMA.
- (3) Balance reflects the most current data available with regard to the reporting person's holdings in the 401(k) Plan.
- (4) This security is convertible into common stock on a 1-for-1 basis at no cost.
- (5) This security is immediately exercisable.
- (6) No expiration date.
- (7) As sole custodian of 13,900 Class B shares held by the Alexandra Marcus U/WI/UTMA, 13,900 Class B shares held by the Michael Marcus U/WI/UTMA, and 4,000 Class B shares held by the Samantha Marcus U/WI/UTMA.
- (8) The options originally granted vest and become exercisable as follows: 40% after 2nd anniversary of the date of grant; 60% after 3rd anniversary; 80% after 4th anniversary; and 100% after 5 years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.